



RECORDATION NO. 25290-A FILED

APR 05 '12 -1 59 PM

SURFACE TRANSPORTATION BOARD

April 5, 2012

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, DC 20423-0001

Dear Chief:

Please find attached one (1) copy of the Memorandum of Assignment and Assumption Agreement dated February 23, 2012 between the following parties:

Assignee: Rail Connection, Inc.
737 Eleanor Industrial Park
Eleanor, WV 25070

Assignor: The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202

Please see Schedule 1, attached hereto, for the equipment, (8) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated February 23, 2012 related to eight (8) railcars bearing reporting marks: DJTX70805 through DJTX 70819, sporadic.

Please file this as a secondary document under Recordation Number 25290-A as it relates to documents previously filed with the Surface Transportation Board under Recordation Number 25290. The filing fee in the amount of \$41.00 can be charged to our account.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6105.

Sincerely,

Shirley Terry
Administrative Assistant

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**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT**

SURFACE TRANSPORTATION BOARD

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of February 23, 2012 by and between **THE DAVID J. JOSEPH COMPANY**, a Delaware Corporation ("Assignor") and **RAIL CONNECTION, INC.**, a West Virginia corporation ("Assignee").

WITNESSETH:

1. Assignor has agreed to assign to Assignee that certain Railroad Equipment Lease dated September 7, 2004 between The David J. Joseph Company and Lubrizol Advanced Materials, Inc. (f/k/a Noveon, Inc.) for eight (8) railcars bearing the railroad reporting markings set forth on Schedule I.
2. This Memorandum of Assignment Agreement shall be effective as of the Closing Date specified in the Purchase and Sale Agreement by and between Assignor and Assignee dated as of February 23, 2012 and shall be subject to the Lease Term, as defined in the Lease.

THE REMAINDER OF THIS PAGE PURPOSELY LEFT BLANK

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Assignment Agreement to be executed and delivered by their duly authorized representatives as of the date set forth above, and shall be effective as of the Closing Date specified in the Purchase and Sale Agreement by and between Assignor and Assignee dated as of February 23, 2012.

THE DAVID J. JOSEPH COMPANY

By: Kelly C. Poellein

Name: Kelly C. Poellein

Title: Vice President Finance, Brokerage

RAIL CONNECTION, INC.

By: Warren K. Higginbotham

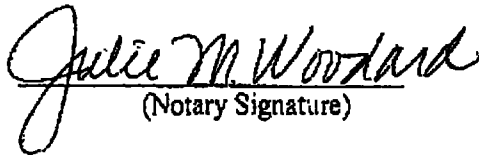
Name: WARREN K. HIGGINBOTHAM

Title: Vice President

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 23rd day of February, 2012, before me the subscriber, Julie M. Woodard, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Kelly C. Poellein, to me personally known; who stated and acknowledged that she is the Vice President Finance, Brokerage of The David J. Joseph Company, a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 23rd day of February, 2012.


(Notary Signature)

My commission expires:

9-24-12



Julie M. Woodard
Notary Public, State of Ohio
My Commission Expires 09-24-2012

STATE OF WV)
COUNTY OF Putnam) SS.

On this 24th day of February, 2012, before me the subscriber, Maureen F. Gunnell, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Warren K. Haggard, to me personally known, who stated and acknowledged that he/she is the Vice-President of Rail Connection, Inc., a West Virginia corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his/her capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he/she has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 24th day of February, 2012.



Maureen F. Gunnell
(Notary Signature)

My commission expires:

12-15-2016

**SCHEDULE I
TO
MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT**

CARS

Eight (8) railcars bearing reporting marks:

DJTX 70805

DJTX 70806

DJTX 70808

DJTX 70809

DJTX 70813

DJTX 70815

DJTX 70817

DJTX 70819

LEASE: Dated September 7, 2004 between The David J. Joseph Company and Lubrizol Advanced Materials, Inc. (f/k/a Noveon, Inc.)